

FINAL TERMS

UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

***Singapore Securities and Futures Act Product Classification** – Solely for the purposes of its obligations pursuant to Sections 309B(1)(a) and Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore (as modified or amended from time to time, the "**SFA**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products " (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).*

Final Terms dated 3 June 2024

Gulf International Bank B.S.C.

Legal Entity Identifier (LEI): 558600JW2XPMLG97TV14

Issue of U.S.\$500,000,000 5.750 per cent. Notes due 2029

under the

U.S.\$2,500,000,000

Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the "**Conditions**") set forth in the Base Prospectus dated 24 July 2023 and the supplemental Base Prospectus dated 24 May 2024 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "**UK Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information.

Full information on the Issuer and the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. Copies of the Base Prospectus and these Final Terms are available for viewing at the market news section of the London Stock Exchange website (www.londonstockexchange.com/exchange/news/market-news/market-news-home.html).

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| 1. | Issuer | Gulf International Bank B.S.C. |
| 2. | (i) Series Number: | 7 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | U.S. dollars (U.S.\$) |

4.	Aggregate Principal Amount:	
	(i) Series:	U.S.\$500,000,000
	(ii) Tranche:	U.S.\$500,000,000
5.	Issue Price:	99.227 per cent. of the Aggregate Principal Amount
6.	(i) Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
	(ii) Calculation Amount:	U.S.\$1,000
7.	(i) Issue Date:	5 June 2024
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	5 June 2029
9.	Interest Basis:	5.750 per cent. Fixed Rate
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their principal amount.
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Change of Control Put
13.	(i) Status of the Notes:	Senior Notes
	(ii) Date Board approval for issuance of Notes obtained:	12 September 2023

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	5.750 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	5 June and 5 December in each year from and including the First Interest Payment Date up to and including the Maturity Date
	(iii) First Interest Payment Date:	5 December 2024
	(iv) Fixed Coupon Amount:	U.S.\$28.75 per Calculation Amount
	(v) Fixed Coupon Amount for a short or long Interest Period (" Broken Amount(s) "):	Not Applicable
	(vi) Day Count Fraction:	30/360
	(vii) Determination Dates:	Not Applicable
	(viii) Unmatured Coupons void:	Not Applicable
15.	Floating Rate Note Provisions	Not Applicable

16. Zero Coupon Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Call Option Not Applicable

18. Put Option Not Applicable

19. Change of Control Put Option: Applicable

Change of Control Redemption Amount: U.S.\$1,000 per Calculation Amount

20. Final Redemption Amount of each Note: 100 per cent. of their principal amount

21. Early Redemption Amount Applicable

Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default or other early redemption: U.S.\$1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. Form of Notes: **Registered Notes:**
Global Registered Note exchangeable for Individual Note Certificates in the limited circumstances specified in the Global Registered Note

23. Additional Financial Centre(s) or other special provisions relating to payment dates: London

24. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No

**Signed on behalf of
GULF INTERNATIONAL BANK B.S.C.:**

By:
Duly authorised



Sebastian Klein
Group Head of Financial Institutions
Financial Institutions Group
Gulf International Bank (GIB)



PART B – OTHER INFORMATION

1. LISTING

- | | | |
|------|---|---|
| (i) | Listing and admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's Main Market and to the official list of the FCA with effect from 5 June 2024. |
| (ii) | Estimate of total expenses related to admission to trading: | £4,790 |

2. RATINGS

- Ratings:
- The Notes to be issued are expected to be rated:
- Moody's Investors Service Cyprus Limited ("**Moody's**"): A3
- Fitch Ratings Limited ("**Fitch**"): A-
- Moody's is established in the EEA and are registered under Regulation (EC) No 1060/2009 on credit rating agencies, as amended (the "**CRA Regulation**"). As such, Moody's is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>) in accordance with the CRA Regulation. Moody's is not established in the United Kingdom and has not applied for registration under the Regulation (EC) No. 1060/2009 on credit rating agencies as it forms part of domestic law by virtue of the EUWA (the "**UK CRA Regulation**"). The rating issued by Moody's has been endorsed by Moody's Investors Service Ltd, in accordance with the UK CRA Regulation.
- Fitch is established in the United Kingdom and is registered under the UK CRA Regulation. Fitch is not established in the EEA and has not applied for registration under the CRA Regulation. The rating issued by Fitch has been endorsed by Fitch Ratings Ireland Limited in accordance with the CRA Regulation. As such, Fitch Ratings Ireland Limited is included in the list of credit rating agencies published by the ESMA on its website (at <https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>) in accordance with the CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business for which they may receive fees.

4. **YIELD**

Indication of yield: 5.931 per cent. per annum

5. **DISTRIBUTION**

- (i) Method of distribution: Syndicated
- (ii) A) If syndicated, names of Managers: Citigroup Global Markets Limited
Emirates NBD Bank PJSC
GIB Capital (A Single Shareholder Company)
J.P. Morgan Securities plc
Standard Chartered Bank
- (B) Stabilisation Manager(s) (if any): Standard Chartered Bank
- (iii) If non-syndicated, name of relevant Dealer: Not Applicable
- (iv) U.S. Selling Restrictions: Reg S. Compliance Category 2; TEFRA not applicable
- (v) Additional Selling Restrictions: Not Applicable
- (vi) Prohibition of Sales to EEA Retail Investors: Not Applicable
- (vii) Prohibition of Sales to UK Retail Investors: Not Applicable

6. **OPERATIONAL INFORMATION**

- (i) ISIN Code: XS2821801201
- (ii) Common Code: 282180120
- (iii) FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) CFI Code: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (vi) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant Identification number(s): Not Applicable
- (vii) Relevant Benchmark: Not Applicable
- (viii) Name and address of Registrar: Citibank Europe plc
1 North Wall Quay

Dublin 1
Ireland

7. **REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS**

(i) Reasons for the offer: See "*Use of Proceeds*" in the Base Prospectus

(ii) Estimated net proceeds: U.S.\$495,635,000

8. **THIRD PARTY INFORMATION**

Not Applicable.